



# Code of Conduct



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XILINX, INC.

AMENDED AND RESTATED CODE OF CONDUCT

Effective as of June 6, 2018

(Adopted February 11, 2009. Amended May 9, 2012, November 12, 2014, March 30, 2017, August 11, 2017, January 26, 2018, and June 6, 2018.)

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 XILINX

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# 1

## OUR RESPONSIBILITIES UNDER THE CODE

- Read and understand the Code
- Comply with the letter and spirit of the Code
- Follow the law wherever you are and in all circumstances
- Always act in the best interests of Xilinx
- Know and follow Xilinx policies and procedures applicable to your job
- Report violations and suspected violations of the Code
- Cooperate fully with investigations into Code violations
- **When in doubt, ask for guidance from your manager, the Legal Department or the other resources set forth in the Code**



# 2

## WE FOLLOW THE LAW

Letter and Spirit



All Xilinx directors, officers and employees (collectively, Personnel) and other persons representing or acting on behalf of Xilinx are required to comply with both the letter of the laws, rules and regulations that govern the conduct of our business, and also with the spirit of those laws. Helping another person or business – either within or outside Xilinx – to violate any law, rule or regulation is a violation of this Code. You are to use good judgment and common sense in complying with all applicable laws, rules, and regulations. If you have questions about the applicability or meaning of a law, rule or regulation, consult the Legal Department.

Xilinx is an international company with U.S. headquarters. You must abide by applicable laws, rules and regulations in the country where you are located, where you travel to on Xilinx business, and to the U.S. laws mentioned in the Code. If there is a conflict between applicable laws or between local law and a policy set forth in this Code, consult the Legal Department before taking any action. An index of the internal Company policies referenced in this Code can be found on [Appendix A](#) to this Code. ■



# 3

## ACTING IN THE BEST INTERESTS OF XILINX

Conflicts of Interest and  
Corporate Opportunities

All Personnel and other persons representing or acting on behalf of Xilinx must act in the best interests of Xilinx and its stockholders, and not act solely for your own interests. You are to advance the interests of Xilinx whenever possible. Your personal activities, investments, interests and relationships must not conflict, or appear to conflict, with the interests of Xilinx. You must not let any outside interest or relationship interfere with the independence of your judgment.

You are to conduct the business of Xilinx in an honest and ethical manner, including ethically handling actual, apparent and potential conflicts of interest between your personal and business relationships and your employment at Xilinx. This includes full disclosure in writing of any actual, apparent or potential conflicts of interest to your immediate supervisor. Although it is not possible to describe every conflict of interest, it is a clear conflict for Personnel to engage in outside work or services for customers, competitors, or suppliers of Xilinx, which activities are prohibited under any circumstances. In addition, the following are examples of actions that may be a conflict of interest if taken by employees or their family members:

- Providing, accepting or soliciting bribes, kick-backs or other incentives designed to influence your judgment on behalf of Xilinx.
- Acting on behalf of, or owning, controlling or having a significant financial interest in any firm that does business with, or competes with, Xilinx.
- Conducting business on behalf of Xilinx with any person or entity in which you have a financial interest or substantial affiliation.
- Using employees, property, services, equipment, information or other assets for personal gain or benefit.

Before engaging in any conduct that creates an actual, apparent or potential conflict of interest, officers, employees and contractors must fully disclose the facts and circumstances involved to the General Counsel. The Audit Committee must approve all related-party transactions involving officers of Xilinx.

If you learn of a business or investment opportunity through your job at Xilinx or through the use of Xilinx property or information, such as from a competitor or actual or potential customer, supplier or business associate of Xilinx, you may not participate in such opportunity without the prior written approval of the General Counsel. Officers must obtain the prior approval of the Audit Committee. Such an opportunity should be considered an investment opportunity for Xilinx in the first instance.

Directors of Xilinx are subject to the [Directors' Code of Ethics](#). The Conflict of Interest Policy of the Directors' Code of Ethics applies to Directors of Xilinx in lieu of the foregoing.

Refer to the [Gift and Entertainment Policy](#) for guidance regarding the exchange of gifts and entertainment between Personnel and non-Xilinx personnel.

For information about serving on the Board of Directors of another organization or entity, consult the [Participation on Boards Policy](#). ■



## The Code in Action

**The Situation:** A Field Application Engineer's (FAE's) wife is employed by a distributor for Xilinx. Is the FAE required to disclose this relationship?

**The Action:** No, the FAE is not required to disclose the employer of his wife unless his job requires him to deal directly with his wife or her department or he owns a substantial interest in his wife's employer.

**The Situation:** A senior manager's wife owns an office supply firm with lower prices than any other office supply firm. Should the senior manager instruct his administrative assistant to order supplies from his wife's company?

**The Action:** No, not unless the senior manager went through the normal vendor approval process and disclosed the relationship to the appropriate parties, including his manager and the Finance Department.

**The Situation:** If the manager instructs his administrative assistant to order the supplies without going through the normal vendor approval process and disclosing the relationship to the appropriate parties, should the administrative assistant report her manager?

**The Action:** Yes, absolutely. The administrative assistant may report this to her manager's manager, Human Resources or the Legal Department. Alternatively, the matter may be reported anonymously through the use of the anonymous reporting system, found online at [www.MySafeWorkplace.com](http://www.MySafeWorkplace.com), or by dialing one of the following numbers without charge: Toll free US: 1-800-461-9330; Toll free Ireland: 00 800 1777 9999; International Collect: +1-720-514-440.

**The Situation:** Xilinx is in discussions with a potential supplier about a new business arrangement when the supplier offers to take several executives to an upcoming sporting event where they can continue their meetings. Can the executives attend the sporting event at the supplier's invitation?

**The Action:** It depends. If the sporting event is local and does not involve air or extensive travel arrangements, and the executives and potential supplier will be present at the sporting event to discuss legitimate business arrangements, the executives and the supplier may attend the sporting event. However, if the sporting event does involve air or extensive travel arrangements, or the supplier will not be present to continue business discussions, the executives must decline the offer to attend the sporting event, as this would be "Unacceptable" entertainment under the [Gift and Entertainment Policy](#). ■



# 4

## OUR FINANCIAL RECORDS AND PUBLIC REPORTING

As a publicly traded company, it is of critical importance that the reports and information Xilinx files with, or submits to, the United States Securities and Exchange Commission and other government agencies be complete, accurate, timely and understandable. We must all take this responsibility very seriously and provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in the reports and documents Xilinx files with, or submits to, the United States Securities and Exchange Commission and other government agencies and in other public communications. These documents form the basis for managing our business and fulfilling our obligations to our stockholders, customers, suppliers, employees and the regulatory authorities. Any records required by your job at Xilinx, such as time cards, expense reports, customer billing, sales reports and the like must be timely, accurate and complete. If you become aware of records that may be inaccurate, report the situation immediately to your manager or the Legal Department. Xilinx strictly forbids the preparation of false records for any purpose.

In addition to this Code, Xilinx Finance personnel must comply with the Financial Code of Ethics, attached as [Appendix C](#) to this Code. ■

### The Code in Action

**The Situation:** A customer demanded that a salesperson agree to provide his company with future discounts on future products in return for a current order at a price approved by Xilinx management. The customer said he would no longer purchase Xilinx products if the salesperson did not agree to these terms. Should the salesperson agree to the customer's demands to get the business?


**The Action:** Not unless the future discounts are approved by Business Operations and made known to the Finance Department and Legal Department. If management is not aware of the arrangement, it is a "side agreement" (even if the demand is never written down) and is strictly prohibited by Xilinx policy and the Code.

**The Situation:** A vendor demands that a department manager agree in an email to pay the vendor in advance for products to be delivered in the following quarter. Should the manager agree to these terms without further action?

**The Action:** No. The manager must contact Purchasing and a purchase order, or P.O., must be issued so that the books and records of Xilinx accurately reflect its financial commitments. Failing to properly record expenses violates the Code and company policy.







**The Situation:** Two employees on a business trip shared a meal at a restaurant. One employee paid for the meal and was reimbursed for the expense. Can the other employee submit a duplicate receipt for the same expense since he was also at the meal?

**The Action:** No. Submitting a duplicate receipt would be an attempt to defraud Xilinx since the company already paid for the meal when it reimbursed the first employee.

**The Situation:** An administrative assistant books travel for several executives. In return for selecting a particular hotel chain for the executives' travel, the administrative assistant is offered customer reward "points" by the hotel chain. Since he booked the trips, can he accept the points?

**The Action:** No. He should refuse to accept the points personally since they were not awarded in connection with his own business travel on behalf of Xilinx. ■



WE PROTECT OUR  
COMPANY ASSETS AND  
INFORMATION

## Protection and Proper Use of Company Assets

We must all take care to protect the assets of Xilinx and to use them appropriately. The assets of Xilinx come in many forms:

- Intellectual property, including patents, trademarks, trade secrets and copyrights;
- Confidential information, including financial information, technical information, strategic plans and product plans;
- Physical assets, including equipment, computers and software; and
- Your time and work product.

Theft, carelessness and waste have a direct impact on Xilinx profitability. We should take measures to prevent damage to or theft or misuse of Xilinx property. Except as specifically authorized, Xilinx assets, including Xilinx time, equipment, materials, resources and proprietary information, must be used for business purposes only. Occasional and reasonable personal use of certain Xilinx equipment is permitted. Refer to the [Network Resource Policy](#) for more information on this topic. ■



## The Code in Action

**The Situation:** An executive asks his administrative assistant to run his personal errands, such as picking up his dry cleaning and shopping for gifts, on company time. Should the administrative assistant agree to conduct the executive's personal business on Xilinx time?

**The Action:** No. The administrative assistant's time is the company's asset, and must be used to fulfill her work responsibilities. By asking her to attend to his personal affairs, the senior director was misusing company assets, violating company policy and violating the Code.

**The Situation:** In the example above, should the administrative assistant report the situation to HR?

**The Action:** Yes. The administrative assistant may also report the matter to her manager's manager or the Legal Department. Alternatively, the matter may be reported anonymously through the use of the anonymous reporting system, found online at [www.MySafeWorkplace.com](http://www.MySafeWorkplace.com), or by dialing one of the following numbers without charge:

Toll free US: 1-800-461-9330

Toll free Ireland: 00 800 1777 9999

International Collect: 720-514-440

**The Situation:** An executive is traveling on company business in Europe and purchases gifts for her children while abroad. The executive does not want to carry the items during the rest of her trip. Should she ask the country manager to send the goods back through the company's shipping department?

**The Action:** No. This would be a misuse of Xilinx assets. Company policy forbids using interoffice mail or shipping for the delivery of personal goods. The executive should make other arrangements with a commercial carrier and pay for the expense out of her own pocket. ■





**WE PROTECT OUR  
COMPANY ASSETS AND  
INFORMATION**

## Confidential Information

Confidential information is information that has not been intentionally disclosed by Xilinx to the public. All Personnel and other persons representing or acting on behalf of Xilinx may learn, to a greater or lesser degree, confidential information about Xilinx business, plans, operations or “secrets of success” that are not known to the general public or to competitors. You may also learn customer business plans, products, operations or other confidential information that came from our customers – Xilinx may be under an obligation to keep this information confidential. Customer data, the terms offered or prices charged to particular customers, strategic plans, next generation product specifications and production techniques are examples of Xilinx confidential information. You must maintain the confidentiality of information entrusted to you by Xilinx or its customers, except when disclosure is authorized or legally mandated. Personnel and other persons representing or acting on behalf of Xilinx who possess or have access to confidential information must:

- Not use the information for his or her own benefit or the personal benefit of persons outside of Xilinx.
- Not disclose Xilinx confidential information to people outside Xilinx. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants.
- Not disclose confidential information to another employee unless the employee needs the information to carry out business responsibilities.

Non-Disclosure Agreements, or NDAs, are commonly used when Xilinx needs to protect confidential information to be disclosed to suppliers, consultants, joint venture participants, customers or others. An NDA puts the person receiving confidential information on notice that he or she must maintain the secrecy of such information. Xilinx intellectual property and other confidential information may not be disclosed or used outside of Xilinx prior to the execution of an agreement approved by the Legal Department, typically either an NDA or a license agreement, depending on the circumstances. For more information on this topic, consult the Legal Department.

Your obligation to treat information as confidential does not end when you leave Xilinx. Upon the termination of your employment, you must return everything that belongs to Xilinx, including all documents and other materials containing Xilinx or customer confidential information. You must not disclose confidential information received in the course of your employment at Xilinx to a new employer or to others after ceasing to be an employee at Xilinx.

You may not disclose your previous employer's confidential information to Xilinx. However, you may use general skills and knowledge acquired during your previous employment.

Refer to your Proprietary Rights and Inventions Agreement, the [Proprietary Information Policy](#), [Information Classification Policy](#), and [Copyright Guidelines](#) for more information on treatment of confidential information.

### Privacy

Xilinx is committed to complying with all applicable privacy laws relating to the personal information of everyone we do business with, including our customers, suppliers, employees and contractors. Responsible stewardship of personal information is a critical component in maintaining trust in our brand and ensuring that individuals feel confident that we respect their right to privacy. Therefore, you have a responsibility to comply with our privacy and information security requirements when personal information is collected, stored, processed, transmitted, and shared. See the [Global Privacy Policy](#) and the [Employee Privacy Policy](#) for additional details relating to privacy. You must also act in accordance with applicable policies and laws governing the handling of personal information.

### Social Media

The rise of social media channels brings unique opportunities for Xilinx and our Personnel to connect with our customers and our community at large. At the same time, it is your responsibility to be mindful of the risks involved with social media communications. You, as the author of social media content, are ultimately accountable for your actions and responsible for acting with integrity and honesty. You must not disclose any nonpublic or confidential information that has been entrusted to you as Personnel or as a person representing or acting on behalf of Xilinx. Be transparent about your affiliation with Xilinx by stating that any opinions expressed are your own and not those of Xilinx, and use good judgment and common sense when communicating through social media channels.

Refer to the [Social Media Guidelines](#) for more information on this topic. ■

## The Code in Action

**The Situation:** A salesperson is in discussions with a potential new customer, and the customer asks for next generation product specifications and technical data. Should the salesperson immediately send the requested information?

**The Action:** Only if the salesperson already has a Non-Disclosure Agreement (NDA) approved by the Legal Department in place with the potential customer. However, if there is no NDA, sending the information would compromise the assets of Xilinx, violate company policy and the Code.

**The Situation:** An employee is at a barbecue with friends and the conversation turns to a rumor circulating the Internet that Xilinx is entering into a new joint venture. Can the employee discuss the matter since it is already circulating the Internet?

**The Action:** No. The information is not considered public until it is officially announced by Xilinx to persons outside of Xilinx. The employee should avoid any further comment on the subject.

**The Situation:** An employee participates in an industry chat room and reads some disparaging comments about Xilinx future prospects. The employee is very excited about the new product offering at Xilinx that he is working on and thinks the information in the chat room is incorrect. Should the employee rebut to the negative postings about Xilinx?

**The Action:** No. Discussing Xilinx confidential business information on blogs and in chatrooms in this manner is prohibited. Refer to the [Disclosure and Communications Policy](#) and the [Social Media Guidelines](#) for more information on this topic. ■





# 5

WE PROTECT OUR  
COMPANY ASSETS AND  
INFORMATION

## Insider Trading

All Personnel and other persons representing or acting on behalf of Xilinx are required to safeguard Xilinx material nonpublic information. Material nonpublic information is important information about the company that could impact our stock price but that has not yet been disclosed to the public. Examples of material nonpublic information include:

- Financial information;
- Technical information;
- Undisclosed strategic plans and next generation product plans;
- Information regarding acquisitions or mergers;
- Information about major contracts or transactions;
- Management changes; and
- Other significant corporate developments.

Trading in stocks or other securities based on material nonpublic information, or providing such information to others who then trade on such information, is illegal and may result in criminal prosecution. This prohibition also applies to securities of other companies, such as the customers and suppliers of Xilinx, if you learn material nonpublic information about such companies in the course of your duties for Xilinx. All Personnel and other persons representing or acting on behalf of Xilinx are required to comply with the company's [Insider Trading Policy](#). All questions on this subject should be directed to the Legal Department. ■



## The Code in Action

**The Situation:** An employee has to pay her property taxes and she wants to sell her Xilinx Employee Stock Purchase Plan (ESPP) shares to make the payment. The employee knows the financial results of Xilinx for the quarter, but the results have not been announced. Should the employee go ahead and sell her ESPP shares since the reason she is selling the shares is to pay her taxes?

**The Action:** No. Because she knows the company's financial results and results have not been announced, she is in possession of material nonpublic information, and she cannot trade in Xilinx stock, even if the reason for selling the stock is not based on that information. Mere possession of the material nonpublic information while trading will result in a securities law violation. Employees should consult the Legal Department if they have any questions about trading in Xilinx stock.

**The Situation:** An employee is in discussions with a publicly traded supplier about a contract renewal and the supplier tells the employee that he should get the contract renewal done as soon as possible because they are about to be acquired and all of their pricing terms will change. Can the employee purchase shares of the supplier in anticipation of the jump in price after the acquisition is announced?

**The Action:** No. When the employee learned of the supplier's acquisition, he came into possession of material nonpublic information about the supplier. In addition to violating the [Insider Trading Policy](#) and this Code, trading on such information would be a violation of the securities laws, and would subject the employee to criminal and civil penalties.

**The Situation:** An employee is fishing with his father-in-law, who says he has heard good things about Xilinx and asks if Xilinx is a "hot stock" and whether he should buy it. The employee knows an important announcement about Xilinx has not yet been made. Should he tell his father-in-law since he is family?

**The Action:** No. If he does and his father-in-law decides to trade in the stock they will both be prosecuted under the insider trading laws, the employee as the "tipper" and his father-in-law, as the "tippee". The employee should not share material nonpublic information about the company or the stock, even with family members. ■

## Response to Inquiries from the Media and Others

Only specific persons and departments are authorized to communicate about Xilinx with the media and financial community about Xilinx. All inquiries about financial/investor matters should be referred to Investor Relations. All inquiries from market research firms or the media should be referred to Public Relations. All inquiries from regulators or governmental entities should be referred to the Legal Department.

Consult the [Disclosure and Communications Policy](#) for more information on this topic. ■

## The Code in Action

**The Situation:** An independent research firm contacts an employee asking him to act as a paid consultant to provide the firm with industry-related information based on his experience at Xilinx. Can the employee agree to be a consultant?

**The Action:** No. Providing company information and participating in these paid consulting opportunities is a violation of the Code and the [Disclosure and Communications Policy](#). The employee should decline the offer and notify Investor Relations of the request.

**The Situation:** A marketing manager is contacted by a financial journal about recent Xilinx financial forecasts. Can the manager provide information that he received from the Finance Department?

**The Action:** No. Investor Relations handles all inquiries from financial media and investors. ■



# 6

## HOW WE DO BUSINESS

Xilinx depends on its reputation for excellence, quality and integrity. How we deal with customers, suppliers, and competitors builds our reputation, builds trust and determines our success.

### Fair Dealing

You should always endeavor to deal fairly with Xilinx's customers, suppliers, competitors and employees. Employees are prohibited from taking unfair advantage of others through manipulation, concealment, abuse of information, misrepresentation or any other unfair business practice. ■

### The Code in Action

**The Situation:** An employee's friend is fired from a key competitor. The friend is angry about his termination and decides to give the competitor's confidential information to his friend at Xilinx to harm the competitor. Can the Xilinx employee accept the confidential information?

**The Action:** No. The Legal Department should be notified in such circumstances so that Xilinx can alert the competitor of the breach.

**The Situation:** The Engineering Department is gathering information about a competitor's new product on the market and wants to purchase some of the product to study it. Can the department engage a third party to purchase the products on behalf of Xilinx if it follows company procedure to pay for the product and services?

**The Action:** Yes. Gathering information about a competitor and their products, including purchasing a competitor's product, is acceptable as long as it is done in a lawful and honest manner and in accordance with Xilinx policy. ■

### Antitrust

The antitrust laws of the United States, the competition laws of the EU and similar laws around the world are designed to foster a free and competitive marketplace. The spirit of our business ethics and the letter of the law require that Xilinx fully comply with the antitrust laws throughout the world. The following activities are strictly forbidden at Xilinx, regardless of whether they occur under written or unwritten agreements:

- **Agreeing** (whether in writing, orally or implicitly) with one or more Xilinx competitors to do any one or more of the following:
  - **Price Fixing:** To fix, maintain or raise the price at which products, technologies or services are sold to third parties, or to establish other uniform terms or conditions relating to price such as credit terms, rebates, discounts, pricing methods or payment terms;
  - **Bid Rigging:** To establish which competitors will or will not submit a bid, or to establish the price or terms and conditions of any competitor's bid, or to otherwise agree which competitors will or will not win or lose a bid, for any particular customer design or other business opportunity;
  - **Market or Customer Allocation:** To divide a market by customers, or by sales territory, or to otherwise not compete with one another in any market, sales territory or product line; or
  - **Limitation of Production:** To limit product availability or production capacity.





- Having discussions or interactions of any other kind with one or more Xilinx competitors relating to any of the foregoing prohibited activities, regardless whether such discussions or interactions actually result in the carrying out of such activities.
- Restricting resellers located in one EU country from exporting Xilinx products to or importing Xilinx products from other EU countries.

Xilinx avoids conduct that may even give the appearance of being anti-competitive, and you should be aware that any action or communication may be subject to later scrutiny. It is important to keep in mind that under certain circumstances, a distributor or other party with whom you deal may be viewed as a competitor.

Although they have many legitimate purposes, trade shows or industry association meetings may create the potential for, or the appearance of, improper conduct. If you plan to attend a meeting with a party that may be considered a competitor of Xilinx or at which competitively sensitive topics may be discussed, or if you have questions about a particular activity or practice, consult the Legal Department immediately.

It is impossible to cover all activities that might violate applicable antitrust laws here. Antitrust laws vary by jurisdiction, and their application requires a highly fact-specific analysis on a case-by-case basis. For more details, refer to the [Antitrust & Competition Policy](#). ■

## The Code in Action

**The Situation:** A Xilinx salesperson runs into the sales rep of a key competitor at a social function and the two agree to have lunch. At lunch, the competitor's sales rep suggests that the two agree to "stay out of each other's way" regarding certain customers. The salesperson knows that what is being proposed is anticompetitive behavior but doesn't want to be rude. What should he do?

**The Action:** The salesperson should inform the competitor's sales rep that he cannot discuss this subject and that this discussion may be illegal. He should immediately terminate the conversation, excuse himself from lunch and notify his manager and the Legal Department of the incident. Illegal agreements with competitors do not need to be written or even involve express commitments. Illegal agreements can be based on informal discussions and the exchange of information between competitors. Employees should avoid situations and discussions where an illegal agreement could be inferred. The [Antitrust & Competition Policy](#) forbids employees from talking to or otherwise communicating with potential competitors regarding certain aspects of Xilinx's business.

**The Situation:** An employee in the marketing department is asked to participate in a standards setting organization but is concerned about what she is able and unable to say while in a meeting since the competitors of Xilinx will also be in attendance. Can she attend the meetings?

**The Action:** In accordance with the [Antitrust & Competition Policy](#), the employee and her manager should consult the Legal Department to discuss the matter. If it is deemed suitable for her to attend, the Legal Department will advise her on the permissible and prohibited areas of discussion, as well as the rules on how to excuse herself from the meeting if the discussion veers into anticompetitive topics. ■

# 6

## HOW WE DO BUSINESS

### Global Trade

In every country in which Xilinx does business, laws and regulations govern imports and exports. Many of these laws and regulations restrict or prohibit physical shipment of Xilinx products, or the transfer or electronic transmission of technology to certain destinations, entities and foreign persons. In many instances, an export license or other government approval is required by law before an item may be shipped or transferred. In some cases, Xilinx may be prohibited from entering into any transaction whatsoever (whether direct or indirect) with certain persons.

It is the policy of Xilinx to comply with all applicable U.S., EU and other international laws that govern the export, import, transfer or disclosure of Xilinx technology, products or services.

In order to comply with these laws, we must properly clear all goods through customs and must not:

- Transfer controlled technology or products unless we have obtained an approved export license or can demonstrate the use of an applicable exemption;
- Apply an inappropriate monetary value to goods and services; or
- Proceed with a transaction if we know a violation has occurred or is about to occur.

These laws are extremely complex and subject to frequent change. In addition to consequences for Xilinx, individuals who violate these laws may be subject to criminal or civil penalties. Refer to the [Global Trade Compliance](#) site for more information and consult Global Trade Compliance for assistance. ■

### The Code In Action

**The Situation:** An employee receives a request for technical product information from a potential customer in China. Can he go ahead and send the information requested?

**The Action:** Depending on the type of information requested, a license may be required. The employee should notify the Global Trade Compliance Group for assistance. If a license is required and the company sent the information to China without the appropriate license, it would be in violation of the law and Xilinx would be required to make a voluntary disclosure to the authorities regarding the violation and pay a substantial penalty.

**The Situation:** An employee needs to ship supplies from one office to another. Should the employee undervalue the items to be shipped so the company does not have to pay as much in duties and taxes when the goods are imported?

**The Action:** No. It is illegal not to provide accurate information in a customs declaration. The employee should consult Global Trade Compliance for assistance to ensure the correct information is provided on the declaration. ■



## Anti-Corruption/Bribery

Personnel and other persons representing or acting on behalf of Xilinx may never, under any circumstances, provide or attempt to provide anything of value, including but not limited to, money, bribes, kickbacks, gifts or entertainment of any kind to a public sector or governmental official of any public body or governmental agency or organization of any country, including the U.S, in connection with obtaining or retaining Xilinx business or securing any business advantage. Indirect payments through agents, contractors or other third parties are also prohibited. In addition, Personnel and other persons representing or acting on behalf of Xilinx are strictly prohibited from using the services of a company, organization or individual connected to a public sector or government official at his or her request, if such use would result in a benefit to the official. This prohibition extends to government employees and officials, candidates for political office, and employees of government controlled organizations and businesses. Giving anything of value to a public official or government employee in return for retaining or obtaining business is strictly prohibited by the United States Foreign Corrupt Practices Act, or FCPA, as well as other national and international anti-corruption legislation, and will have serious consequences for Xilinx.

Because of the severe consequences of violating anti-corruption laws, consult the Legal Department *before* providing *anything* of value to a government official, no matter how small.

In addition, as a company that does business in the UK, Xilinx is subject to the UK Bribery Act of 2010, which criminalizes bribery in both the commercial and public sectors. Prohibitions under this law are not limited to bribery that could be committed by a company's own employees but also cover individuals or companies working on a company's behalf and improper payments given to foreign persons anywhere in the world.

Employees who violate prohibitions under these laws will be subject to disciplinary action, up to and including termination of employment.

Refer to the [Anti-Corruption and FCPA Compliance Policy](#) for further information on this topic. Engagements of foreign agents or representatives to act on behalf of Xilinx must follow the requirements of the [Foreign Agent and Representative Policy](#).

Personnel and other persons representing or acting on behalf of Xilinx whose duties are likely to lead to involvement in any of the areas covered by the FCPA or other anti-corruption laws are expected to become familiar with and comply with the [Anti-Corruption and FCPA Compliance Policy](#) and the [Foreign Agent and Representative Policy](#). ■

## The Code In Action

**The Situation:** An operations manager is seeking permits for a new building site in a foreign country. He would like to arrange to take several government officials out to an informal meal to discuss the company's plans. Can he proceed with this plan?

**The Action:** No. Providing gifts or entertainment of any kind, including meals, to government officials in order to obtain a business advantage is a violation of the Code and the [Gift and Entertainment Policy](#).

**The Situation:** A salesperson is seeking to sell Xilinx products to a government agency of another country. After several meetings with the foreign official in charge of the project, the foreign official asks the salesperson to get in touch with his agent for payment details. What should the salesperson do in this situation?

**The Action:** She should take no further action and notify the Legal Department of the request. Payments to foreign officials, whether directly or through third parties violate the FCPA.

**The Situation:** An employee attends a fundraiser for a local politician who pledges to support Silicon Valley interests in Washington D.C. The campaign manager asks the employee to pledge a donation on behalf of Xilinx. May the employee make such a donation since the politician's agenda is good for Xilinx?

**The Action:** No. The employee must decline and advise the campaign manager that Xilinx employees are not authorized to make political donations on behalf of Xilinx. The CEO and General Counsel must authorize all political contributions by Xilinx. However, employees are always free to make personal donations in their own names. ■



# 6

## HOW WE DO BUSINESS

### Confidential Information of Others

In addition to protecting our own intellectual property and confidential information, we respect the intellectual property rights and confidential information of others. Therefore, we must use the confidential information of others only if we have authorization to do so. We must not copy or reproduce protected material without authorization or license. In addition, we must never request or encourage anyone to use or disclose confidential information of a third party unless they have permission from that third party. ■

### The Code in Action

**The Situation:** A prominent member of a competitor's executive team leaves the competitor and applies for a position at Xilinx. During the interview process, the executive intimates that he will bring the competitor's key data and technical information to Xilinx for the right price. What should the interviewer do?

**The Action:** The interviewer should notify Human Resources and the Legal Department and Xilinx must terminate its discussions with the executive. Obtaining information through illegal means violates the Code and may be anticompetitive. The executive revealed himself as someone who could not be trusted with confidential information and therefore has no place at Xilinx.

**The Situation:** A request for proposal (RFP) is issued for certain consulting work. One of the possible vendors has a long standing relationship with Xilinx. The long term vendor's relationship is valuable to Xilinx. Can Xilinx contact the long term vendor and disclose the terms of the bids by the other vendors to see if the long term vendor can top them?

**The Action:** No. The company must not share the confidential information of its vendors or suppliers under any circumstances. In addition, providing such information in these circumstances would compromise the integrity of the RFP process. ■



## Environment, Health and Safety

Xilinx is committed to the protection of the environment and to providing a safe and healthy workplace for the Xilinx community. Employees must comply with all laws and regulations designed to protect the environment and the health and safety of employees and with additional internal environment, health and safety standards established by Xilinx. Employees should be familiar with and comply with safety regulations applicable to their work areas and internal standards. ■

## The Code in Action

**The Situation:** An engineering team is hard at work on meeting a project deadline. The day the project is due, the fire alarm goes off in their building. It is a scheduled drill, but the manager instructs everyone to leave the building. Did he do the right thing?

**The Action:** Yes. Even when important deadlines are involved, Xilinx never compromises the health and safety of its employees. You can never be certain when there is a false or real alarm, so you must always follow emergency preparedness and health and safety procedures.

**The Situation:** An operations manager visits a testing facility that Xilinx is considering using in the future. The manager notes that the employees appear very young to be working and requests additional due diligence on the supplier's hiring practices and local laws. Was he wrong to do that since it isn't a Xilinx facility?

**The Action:** No. Xilinx expects its suppliers to comply with applicable laws and regulations and seeks to hold its business partners to the same high standards it holds itself, as set forth in the [Code of Social Responsibility](#).

**The Situation:** The Facilities Department solicits several bids for some construction work at a Xilinx foreign office. One of the bids is significantly lower than the others and is accepted. Once work has begun on the project, the Facilities manager notices that the contractor does not supply the construction workers with basic safety equipment, such as safety goggles and hard hats. Should the manager mind his own business?

**The Action:** No. To protect the workers and Xilinx, the manager should raise his concerns about the health and safety of the workers and require the contractor to take immediate steps to provide its employees with the necessary safety equipment. ■





WE RESPECT EACH OTHER

## Anti-Harassment

The way we treat each other and our work environment affects the way we do our jobs. All Personnel want and deserve a work place where they are respected. Everyone who works for Xilinx must contribute to the creation and maintenance of such an environment, and supervisors and managers have a special responsibility to foster a workplace that supports honesty, integrity, respect and trust.

Xilinx does not tolerate harassment of employees in the workplace or in a work-related situation, and harassment is a violation of this Code.

Unlawful harassment in employment can take many different forms, some examples are:

- Verbal conduct such as epithets, derogatory comments, slurs, threats, sexually explicit propositions or unwanted comments and jokes;
- Visual conduct such as derogatory and/or obscene posters, cartoons, drawings or gestures; and
- Physical conduct such as blocking normal movement, restraining, touching or physically interfering with another.

Conduct which may be intended as harmless may be considered harassment if a recipient or onlooker perceives the conduct as offensive.

Refer to your applicable regional or local Xilinx policy dealing with harassment for more information on this topic. ■





## The Code in Action

**The Situation:** A vice president decides to put up replications of works of fine art in her office. Some of the paintings depict nude images. Was she wrong to hang these paintings?

**The Action:** No, but if the images make other employees uncomfortable, they should be removed. Employees should report their concerns about such matters to Human Resources.

**The Situation:** There is a profanity-laced video featuring a controversial comedian on the Internet that has gotten a lot of press. An employee sees it, and wants to circulate the link to his colleagues at work, because he knows they will enjoy the jokes. Can he do so?

**The Action:** No. In addition to containing profanity, the content could offend the sensibilities of a fellow employee, and could be grounds for a complaint against the company. ■

# 8

**OUR CODE IS IMPORTANT  
AND WE ENFORCE IT**

## Ask Questions

Each of us is individually responsible for compliance at Xilinx and for putting the Code to work. But we are not alone in this endeavor. Because the Code cannot address every possible situation that may arise, you will need to seek assistance whenever you have questions about the right course of action. Consult your manager, Human Resources, the Legal Department or the other resources identified in the Code whenever you need guidance.

Copies of the Code are available on Crossroads under the Corporate Resources Tab – Global Corporate Compliance – Corporate Policies – Integrity & Ethical Conduct and on the Legal Department website.

## Report Concerns

Any employee who, in good faith, has reason to believe Xilinx or an employee operation or activity is in violation of this Code or any law, rule or regulation applicable to Xilinx must call the matter to the attention of his or her manager. If you have reason to believe that it would be inappropriate to report the operation or activity to your manager, you should report it to another member of the management chain, to the Legal Department, to your Human Resources Representative or [www.MySafeWorkplace.com](http://www.MySafeWorkplace.com). ■

The following telephone hotlines are also available:  
Toll free in US: 1-800-461-9330  
Toll free in Ireland: 00 800 1777 9999  
International collect: 720-514-440

You also may report suspected violations of state and federal laws and regulations to government agencies, legislative bodies, or self-regulatory organizations, and without prior notice to Xilinx.

## The Code in Action

**The Situation:** An employee suspects his manager is falsifying expense reports. Should the employee report the manager's conduct by using [www.MySafeWorkplace.com](http://www.MySafeWorkplace.com)?

**The Action:** Yes. The employee may also report his concerns to his manager's manager, the Legal Department or HR. The employee is doing the right thing by reporting these suspicions.

**The Situation:** A manager suspects his employee is passing confidential information to a competitor. Should the manager report the employee's conduct by using [www.MySafeWorkplace.com](http://www.MySafeWorkplace.com).

**The Action:** Yes. The manager may also report his concerns to his manager, the Legal Department or HR. The manager is doing the right thing by reporting these suspicions. ■



## Non-Retaliation Policy

**Retaliation against any person for providing information in good faith or otherwise assisting in an investigation or proceeding regarding any conduct that such person believes constitutes a violation of applicable laws or regulations, the Code or any Xilinx policy is a violation of law and Xilinx policy and may, subject to applicable law, result in disciplinary action, up to and including termination of employment.**

## Enforcement

The General Counsel is the Chief Compliance Officer and is responsible for enforcing the Code at Xilinx, as well as overseeing compliance with other Xilinx company policies. In order to promote compliance with the Code, a statement of compliance with this Code must be signed by all Personnel and contractors. In addition, all employees must participate in regular Code of Conduct training, as prescribed by the Legal Department.

All reported violations will be promptly investigated and treated confidentially to the extent possible. All Personnel are required to cooperate fully in any such investigation. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and Xilinx. Any such unauthorized investigation, as well as failure to cooperate with an authorized investigation, is a violation of this Code.

Xilinx intends to use every reasonable effort to prevent the occurrence of conduct that is not in compliance with the Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Personnel who violate this Code and other Xilinx policies will be subject to disciplinary action, up to and including termination of employment, and, if warranted, civil legal action or referral to criminal prosecution. In addition, subject to applicable law, disciplinary actions, up to and including termination of employment, may be taken against anyone who directs or approves violations or has knowledge of them and does not promptly report them in accordance with our policies.

## Waivers and Amendments

Xilinx will waive the application of the Code only where circumstances warrant such a waiver. Waivers of the Code for directors and officers may only be made by the Board of Directors and shall be promptly disclosed on its website at [www.xilinx.com](http://www.xilinx.com).

Only the Board of Directors may amend this Code and any such amendment shall be promptly disclosed in accordance with applicable law.

## No Rights Created

This Code is a statement of principles and guidelines. It is not intended to and does not create any rights in any director, employee, contractor, client, customer, visitor, supplier, competitor, stockholder or any other person or entity. The Code is not intended to and does not create any express or implied employment or other contract between Xilinx and any Personnel or third party. ■

# APPENDIX A

## INDEX OF REFERENCED COMPANY POLICIES

This is an index of internal Company policies and guidelines specifically referenced in this Code. It is not a complete list of all Company policies and guidelines. For more information on Company policies and guidelines, please refer to the Global Corporate Compliance site available through Crossroads.

<a href="#">Anti-Corruption and FCPA Compliance Policy</a> .....	<a href="#">16</a>
<a href="#">Antitrust &amp; Competition Policy</a> .....	<a href="#">14</a>
<a href="#">Code of Social Responsibility</a> .....	<a href="#">18</a>
<a href="#">Copyright Guidelines</a> .....	<a href="#">10</a>
<a href="#">Directors' Code of Ethics</a> .....	<a href="#">3</a>
<a href="#">Disclosure and Communications Policy</a> .....	<a href="#">10, 12</a>
<a href="#">Employee Privacy Policy</a> .....	<a href="#">10</a>
<a href="#">Foreign Agent and Representative Policy</a> .....	<a href="#">16</a>
<a href="#">Gift and Entertainment Policy</a> .....	<a href="#">3, 4, 16</a>
<a href="#">Global Privacy Policy</a> .....	<a href="#">10</a>
<a href="#">Information Classification Policy</a> .....	<a href="#">10</a>
<a href="#">Insider Trading Policy</a> .....	<a href="#">11, 12</a>
<a href="#">Network Resource Policy</a> .....	<a href="#">7</a>
<a href="#">Participation on Boards Policy</a> .....	<a href="#">3</a>
<a href="#">Proprietary Information Policy</a> .....	<a href="#">10</a>
<a href="#">Social Media Guidelines</a> .....	<a href="#">10</a>
<a href="#">Trading Policy for Section 16 Officers, Directors and Designated Employees</a> .....	<a href="#">11</a>



# APPENDIX B

## ACKNOWLEDGMENT OF RECEIPT OF CODE OF CONDUCT

I have received a copy of Xilinx's Code of Conduct. I understand that I have a duty to familiarize myself with each policy within the Code of Conduct and to abide by the Code of Conduct during the course of my employment with Xilinx.

If I am a Finance employee, I also acknowledge that I have received a copy of the Financial Code of Ethics attached to the Code of Conduct as Appendix C. I understand that I must abide by the Financial Code of Ethics during the course of my employment with Xilinx.

I understand that Xilinx can change, delete or add to the Code of Conduct and the Financial Code of Ethics at any time, in its sole and absolute discretion with or without prior notice.

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Signature

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Date

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Print Name

### Code of Conduct Related Resources

AskHR: [askhr@xilinx.com](mailto:askhr@xilinx.com)

Internal at Xilinx: (800) 6895

Toll free in US: (888) 654-6903

External: (408) 879-6895

Unethical Conduct Reporting Tool: [www.MySafeWorkplace.com](http://www.MySafeWorkplace.com)

Toll free in US: 1-800-461-9330

Toll free in Ireland: 00 800 1777 9999

International collect: +1-720-514-440



# APPENDIX C

## FINANCIAL CODE OF ETHICS

Xilinx's mission includes the promotion of professional conduct in the practice of financial management worldwide. Senior financial officers and other finance employees hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected and preserved. This Financial Code of Ethics (Financial Code) embodies principles to which we are expected to adhere and advocate. These tenets for ethical business conduct embody rules regarding individual and peer responsibilities, as well as responsibilities to employees, the public and other stakeholders. Senior financial officers and other finance employees are expected to abide by this Financial Code as well as all applicable Xilinx business conduct standards and policies or guidelines relating to areas covered by this Financial Code. Any violations of this Financial Code may result in disciplinary action, up to and including termination of employment.

All employees covered by this Financial Code will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable.
- Comply with rules and regulations of federal, state, provincial and local governments and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Share knowledge and maintain skills important and relevant to Xilinx's needs.
- Proactively promote ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed or entrusted.

If you are aware of any suspected or known violations of this Financial Code, you have a duty to promptly report such concerns to your manager. If you have reason to believe that it would be inappropriate to report your concerns to your manager, you should report it to another member of the management chain, to the Legal Department, to your Human Resources Representative or [www.MySafeWorkplace.com](http://www.MySafeWorkplace.com). The following telephone hotlines are also available:

Toll free in US: 1-800-461-9330

Toll free in Ireland: 00 800 1777 9999

International collect: +1-720-514-440

You also may report suspected violations of state and federal laws and regulations to government agencies, legislative bodies, or self-regulatory organizations, and without prior notice to Xilinx.

